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OF COUNSEL
URBAN A LESTER

June 29, 2010

RECORDATION NO.

25323-S
FILED

JUN 29 '10 -3 05 PM

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S W.
Washington, D.C 20423

SURFACE TRANSPORTATION BOARD

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease, dated as of June 29, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to Memoranda of Supplement to Lease (relating to schedules 001, 002, 003 and 005) previously filed with the Board under Recordation Numbers 25323-A, 25323-B, 25323-C and 25323-G

The names and addresses of the parties to the enclosed document are:

Assignor: ICX Corporation
(d/b/a RBS Asset Finance)
2 Summit Park Drive
Suite 300
Cleveland, Ohio 44131

Assignee: U.S. Bancorp Equipment Finance, Inc.
13010 SW 68th Parkway
Portland, Oregon 97223

Chief, Section of Administration
June 29, 2010
Page 2

A description of the railroad equipment covered by the enclosed document is:

460 railcars:

PGNX 0100 – PGNX 0214 (115 cars)
PGNX 1100 – PGNX 1214 (115 cars)
PGNX 2100 – PGNX 2214 (115 cars)
PGNX 4100 – PGNX 4214 (115 cars)

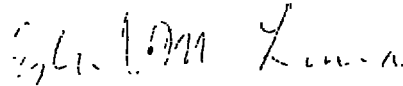
A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,



Edward M Luria

EML/bhs
Enclosures

JUN 29 '10

-3 0 5 PM

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment and Assumption Agreement ("Memorandum") made and entered into as of June 29, 2010 by and between ICX CORPORATION, d/b/a RBS ASSET FINANCE as assignor ("Assignor"), and U.S. BANCORP EQUIPMENT FINANCE, INC., as assignee ("Assignee").

WITNESSETH:

1. Assignor and Assignee have entered into a Specification of Assigned Interest dated June 29, 2010 (the "Agreement"), Issued pursuant to a Master Assignment Agreement dated as of May 6, 2009, pursuant to which Assignor agreed to sell and assign, and Assignee agreed to purchase from Assignor, Assignor's rights, liabilities, obligations, title and interest in and to certain equipment leases and the items of equipment leased thereunder.

2. Pursuant to the Agreement, Assignor has agreed to assign to Assignee, and Assignee has agreed to assume, Assignor's rights and obligations under those certain Equipment Lease Schedules 001, 002, 003 and 005 to the Master Rail Lease Agreement dated October 11, 2004, between Assignor, as Lessor (hereinafter "Lessor"), and Carolina Power & Light Company d/b/a Progress Energy Carolinas, Inc., as Lessee (hereinafter "Lessee"). A Memorandum of Lease, dated December 6, 2004, between Lessor and Lessee, with respect to the Master Lease was recorded with the Surface Transportation Board ("Board") under Recordation Number 25323 on December 7, 2004 at 4:00 p.m. Surface Transportation Board filing information with respect to the Equipment Lease Schedules are set forth in Exhibit A hereto. The railroad equipment is described in Exhibit B hereto.

3. The parties hereto wish to show for public record, through this Memorandum, the existence of these agreements and their respective interests therein. Accordingly, the parties have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that all parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed and delivered by their duly authorized representatives as of the date set forth above.

ICX CORPORATION, d/b/a RBS ASSET
FINANCE

By: Michael O'Malley
Name: Michael O'Malley
Title: SVP

STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

The foregoing Memorandum of and Assumption Agreement was acknowledged before me, the undersigned Notary Public this 25 day of June, 2010 by Michael O'Malley, as SVP of ICX CORPORATION, on behalf of the corporation.

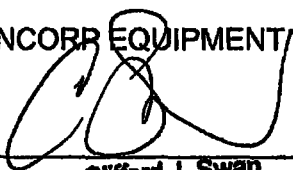
My commission expires: 01-20-2014

Jeffrey P. Lanigan
Notary Public
Jeffrey P. Lanigan



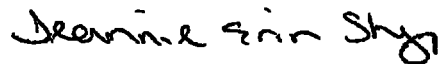
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment and Assumption Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above.

U.S. BANCORP EQUIPMENT/FINANCE,
INC.

By: 
Name: Clifford J. Swan
Title: Vice President

STATE OF Oregon)
COUNTY OF Washington) ss:

The foregoing Memorandum of and Assumption Agreement was acknowledged before me, the undersigned Notary Public this 28th day of June, 2010 by Clifford Swan, as Vice President of U.S. BANCORP EQUIPMENT FINANCE, INC., on behalf of the corporation.



Notary Public

My commission expires: 3-23-2012

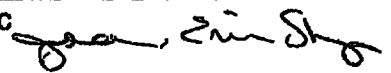


EXHIBIT A
to

**STB FILING DATA WITH RESPECT TO THE EQUIPMENT LEASE
SCHEDULES**

1. With respect to Equipment Lease Schedule 001 -

Memorandum of Supplement to Lease, dated as of December 6, 2004, between the Lessor and Lessee, filed with the Board on December 29, 2004 at 4:12 p.m. under Recordation Number 25323-A.

2. With respect to Equipment Lease Schedule 002 -

Memorandum of Supplement to Lease, dated as of December 21, 2004, between the Lessor and Lessee, filed with the Board on December 29, 2004 at 4:15 p.m. under Recordation Number 25323-B.

3. With respect to Equipment Lease Schedule 003 -

Memorandum of Supplement to Lease, dated as of January 7, 2005, between the Lessor and Lessee, filed with the Board on February 16, 2005 at 2:46 p.m. under Recordation Number 25323-C.

4. With respect to Equipment Lease Schedule 005 -

Memorandum of Supplement to Lease, dated as of February 8, 2005, between the Lessor and Lessee, filed with the Board on March 14, 2005 at 12:24 p.m. under Recordation Number 25323-G.

EXHIBIT B
to
MEMORANDUM OF
ASSIGNMENT AND SPECIFICATION OF ASSIGNED LEASE SCHEDULE

EQUIPMENT

Schedule	Quantity	Description	Car Mark and Number
001	115	Johnstown America AutoFlood III Aluminum Hopper Railcars	PGNX 0100 to and including PGNX 0214
002	115	Johnstown America AutoFlood III Aluminum Hopper Railcars	PGNX 1100 to and including PGNX 1214
003	115	Johnstown America AutoFlood III Aluminum Hopper Railcars	PGNX 2100 to and including PGNX 2214
004	115	Johnstown America AutoFlood III Aluminum Hopper Railcars	PGNX 4100 to and including PGNX 4214

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: June 29, 2010

Edward M. Luria
Edward M. Luria